

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
LEONARD GRUNSTEIN, JACK DWYER, and
CAPITAL FUNDING GROUP, INC.,

Plaintiffs,

--against--

RONALD E. SILVA; PEARL SENIOR CARE, LLC;
PSC SUB, LLC; GEARY PROPERTY HOLDINGS, LLC;
FILLMORE CAPITAL PARTNERS, LLC; FILLMORE
STRATEGIC INVESTORS, LLC; DRUMM
INVESTORS, LLC; and FILLMORE STRATEGIC
MANAGEMENT, LLC.

Defendants.
-----X

07 Civ. 3712 (RMB) (RLE)

**MOTION TO ADMIT
COUNSEL PRO HAC
VICE**

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the
Southern and Eastern Districts of New York, Joseph F. Donley, a member in good standing of
the bar of this Court, hereby moves for an Order allowing the admission pro hac vice of:

— H. Joseph Escher, Esq.
Dechert LLP
One Maritime Plaza
Suite 2300
San Francisco, CA 94111-3513
Tel: (415) 262-4500
Fax: (415) 262-4555

and

— D. Christopher Burdett, Esq.
Dechert LLP
One Maritime Plaza
Suite 2300
San Francisco, CA 94111-3513
Tel: (415) 262-4500
Fax: (415) 262-4555

H. Joseph Escher, Esq. is a member in good standing of the Bar of the California. There
are no disciplinary proceedings pending against Mr. Escher in any State or Federal court.

2007 SEP -7 PM 3:53

FILED
U.S. DISTRICT COURT

SEP 07 2007

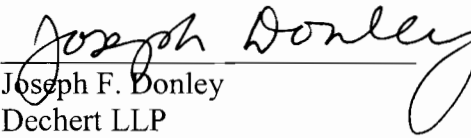
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D. Christopher Burdett, Esq. is a member in good standing of the Bar of the California.

There are no disciplinary proceedings pending against Mr. Burdett in any State or Federal court.

Dated: September 5, 2007
New York, New York

Respectfully Submitted,



Joseph F. Donley
Dechert LLP
30 Rockefeller Plaza
New York, New York 10112
Phone: (212) 698-3500
Fax: (212) 698-3599

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MANAGEMENT, LLC.

Defendants.
-----X

07 Civ. 3712 (RMB) (RLE)

**DECLARATION OF
JOSEPH F. DONLEY**

JOSEPH F. DONLEY hereby declares under penalty of perjury as follows:

1. I am a member of the law firm of Dechert LLP, 30 Rockefeller Plaza, New York, New York 10112, attorneys for defendants Ronald E. Silva; Pearl Senior Care, LLC; PSC Sub, LLC; Geary Property Holdings, LLC; Fillmore Capital Partners, LLC; Fillmore Strategic Investors, LLC; Drumm Investors, LLC; and Fillmore Strategic Management, LLC (“Defendants”) in the above-captioned action. I make this statement based upon my personal knowledge of the facts set forth herein and in support of the Motion for an Order admitting H. Joseph Escher, Esq. and D. Christopher Burdett, Esq. *pro hac vice* to represent defendants in this matter.

2. I have been a member in good standing of the Bar of the State of New York since 1978. I have also been a member in good standing of the United States District Courts for the Southern and Eastern Districts of New York since 1978.

3. I have know Messrs. Escher and Burdett since early 2006.

4. Mr. Escher is a member of Dechert LLP in San Francisco, California. Mr. Burdett is associated with Dechert LLP in San Francisco, California.

5. I have found Messrs. Escher and Burdett to be skilled attorneys and persons of integrity. They are experienced in Federal practice and are familiar with the Federal Rules of Civil Procedure.

6. I have been informed that plaintiff's counsel, Martin Stein, Esq., does not oppose the relief sought by this application.

7. Accordingly, I move for the admission of H. Joseph Escher, Esq. and D. Christopher Burdett, Esq. *pro hac vice*.

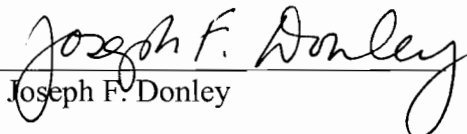
8. I respectfully submit a proposed order granting the admission of H. Joseph Escher, Esq. and D. Christopher Burdett, Esq. *pro hac vice*, which attached hereto as Exhibit A.

9. Attached hereto as Exhibit B is a true and correct copy of a Certificate of Good Standing for H. Joseph Escher, Esq. issued by the State Bar of California.

10. Attached hereto as Exhibit C is a true and correct copy of a Certificate of Good Standing for D. Christopher Burdett, Esq. issued by the State Bar of California.

11. Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

12. Executed on September 5, 2007 at New York, New York.



Joseph F. Donley

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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MANAGEMENT, LLC.

Defendants.
-----X

07 Civ. 3712 (RMB) (RLE)

**ORDER FOR
ADMISSION PRO HAC
VICE ON WRITTEN
MOTION**

Upon the motion of Joseph F. Donley of Dechert LLP, attorneys for defendants Ronald E. Silva; Pearl Senior Care, LLC; PSC Sub, LLC; Geary Property Holdings, LLC; Fillmore Capital Partners, LLC; Fillmore Strategic Investors, LLC; Drumm Investors, LLC; and Fillmore Strategic Management, LLC ("Defendants"), and said sponsor attorney's declaration in support;

IT IS HEREBY ORDERED that

H. Joseph Escher, Esq.
Dechert LLP
One Maritime Plaza
Suite 2300
San Francisco, CA 94111-3513
Tel: (415) 262-4500
Fax: (415) 262-4555

and

D. Christopher Burdett, Esq.
Dechert LLP
One Maritime Plaza
Suite 2300
San Francisco, CA 94111-3513
Tel: (415) 262-4500
Fax: (415) 262-4555

are admitted to practice *pro hac vice* as counsel for Defendants in the above-captioned matter in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of the Court.

Dated: September ____, 2007
New York, New York

United States District/Magistrate Judge



THE
STATE BAR
OF CALIFORNIA

180 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-1639
TELEPHONE (415) 538-2000

August 30, 2007

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, HENRY JOSEPH ESCHER, III, #85551 was admitted to the practice of law in this state by the Supreme Court of California on May 31, 1979; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Kath Lambert", is written over the printed name.

Kath Lambert
Custodian of Membership Records



THE
STATE BAR
OF CALIFORNIA

180 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-1639
TELEPHONE (415) 538-2000

August 30, 2007

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, DAN CHRISTOPHER BURDETT, #230342 was admitted to the practice of law in this state by the Supreme Court of California on April 19, 2004; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

Kath Lambert
Custodian of Membership Records

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INVESTORS, LLC; and FILLMORE STRATEGIC
MANAGEMENT, LLC,

Defendants.
-----X

07 Civ. 3712 (RMB) (RLE)

**DECLARATION OF
SERVICE**

ERIC C. KIRSCH hereby declares under penalty of perjury as follows:

1. I am an attorney duly admitted to practice in the United States District Court for the Southern District of New York, and I am associated with the law firm Dechert LLP, attorneys for Defendants Ronald E. Silva; Pearl Senior Care, LLC; PSC Sub, LLC; Geary Property Holdings, LLC; Fillmore Capital Partners, LLC; Fillmore Strategic Investors, LLC; Drumm Investors, LLC; and Fillmore Strategic Management, LLC.

2. I am over the age of eighteen years and am not a party to this action.

3. On September 5, 2007, I caused a true and correct copy of the Motion to Admit Counsel Pro Hac Vice, dated September 5, 2007 and the Declaration of Joseph F. Donley to be served by first-class mail, with a copy by electronic mail, on:

Martin Stein, Esq.
Heller, Horowitz & Feit, P.C.
292 Madison Avenue
New York, NY 10017

Ron S. Kaufman, Esq.
Fenigstein & Kaufman, P.C.
1900 Avenue of the Stars, Suite 2300
Los Angeles, CA 90067-4314

*Counsel for Plaintiffs Leonard Grunstein,
Jack Dwyer, and Capital Funding Group, Inc.*

4. Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

5. Executed on September 5, 2007 at New York, New York.

A handwritten signature in black ink, consisting of a stylized 'E' followed by a series of loops and a long horizontal stroke.

Eric C. Kirsch